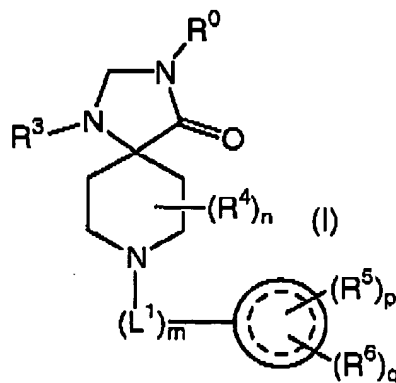


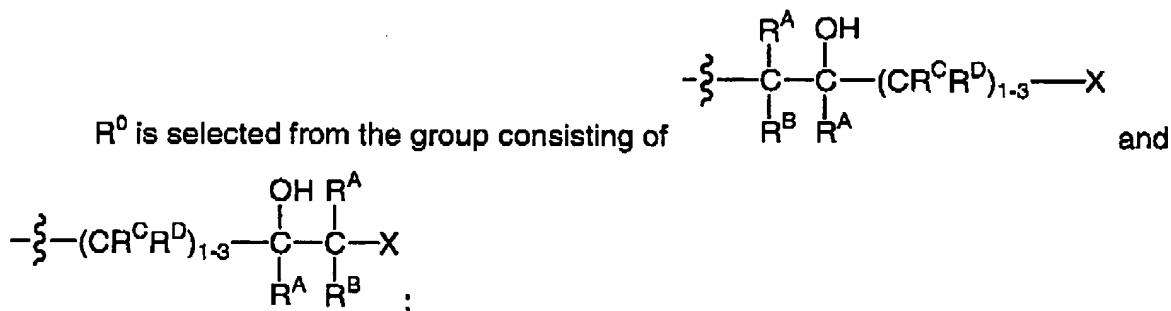
**In the Claims:**

This listing of Claims will replace all prior versions, and listings, of Claims in the application.

1. (Previously Presented) A compound of the formula (I)



wherein



each  $R^A$  and  $R^B$  is independently selected from the group consisting of hydrogen and  $C_{1-4}$ alkyl;

each  $R^C$  and  $R^D$  is independently selected from the group consisting of hydrogen and  $C_{1-4}$ alkyl;

each  $R^E$  is independently selected from the group consisting of hydrogen and  $C_{1-4}$ alkyl;

X is  $-NR^1 R^2$ ;

each  $R^1$  and  $R^2$  is independently selected from the group consisting of hydrogen,  $C_{1-8}$ alkyl,  $C_{1-8}$ alkoxy,  $C_{1-8}$ alkoxycarbonyl, cycloalkyl, cycloalkyl- $C_{1-4}$ alkyl, partially unsaturated carbocyl, partially unsaturated carbocycl-C $_{1-4}$ alkyl, aryl, arC $_{1-4}$ alkyl, arC $_{1-4}$ alkoxy,  $-C(O)-C_{1-8}$ alkyl,  $-C(O)-$ aryl,  $-C(O)-$ arC $_{1-4}$ alkyl,  $-C(O)O-$ cycloalkyl,  $-C(O)O-$ aryl, -

$C(O)O-arc_{1-4}alkyl$  and  $-C(O)O-(\text{partially unsaturated carbocyclyl})$ ; wherein the  $C_{1-6}alkyl$ , cycloalkyl, partially unsaturated carbocyclyl, aryl or  $arc_{1-6}alkyl$  group, whether alone or part of a substituent group, is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy,  $C_{1-4}alkyl$ ,  $C_{1-4}alkoxy$ , trifluoromethyl, trifluoromethoxy, nitro, cyano,  $-C(O)-C_{1-4}alkyl$ ,  $C_{1-4}alkoxycarbonyl$ ,  $N(R^E)_2$ ,  $N(R^E)_2-C_{1-4}alkyl$ ,  $N(R^E)-C(O)C(CH_3)_3$ ,  $-C_{1-4}alkyl-N(R^E)-C(O)O-C_{1-4}alkyl$  and  $-N(R^E)-C(O)O-C_{1-4}alkyl$ , aryl, aryloxy, cycloalkyl, heteroaryl, aryl substituted heteroarylamino sulfonyl or  $C_{1-6}alkylthio$ ;

$R^3$  is aryl; wherein the aryl is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy,  $C_{1-4}alkyl$ ,  $C_{1-4}alkoxy$ , trifluoromethyl, trifluoromethoxy, nitro, cyano or  $N(R^E)_2$ ;

$n$  is an integer from 0 to 2;

$R^4$  is selected from the group consisting of hydroxy,  $C_{1-4}alkyl$  and hydroxy substituted  $C_{1-4}alkyl$ ;

$m$  is an integer from 0 to 1;

$L^1$  is selected from the group consisting of  $C_{1-6}alkyl$  and  $C_{3-6}alkenyl$ ; wherein the double bond of the  $C_{3-6}alkenyl$  group is at least one carbon atom removed from the attachment point to the N atom; and wherein the  $C_{1-6}alkyl$  or  $C_{3-6}alkenyl$  group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro,  $C_{1-6}alkyl$ , fluorinated  $C_{1-6}alkyl$  or  $C_{1-6}alkoxy$ ;



is selected from the group consisting of phenyl, naphthyl and acenaphthyl;

$p$  is an integer from 0 to 5;

$R^5$  is selected from the group consisting of hydroxy, carboxy, halogen,  $C_{1-6}alkyl$ , hydroxy substituted  $C_{1-6}alkyl$ ,  $C_{1-6}alkoxy$ , nitro, cyano,  $NR^1R^2$ , trifluoromethyl, trifluoromethoxy,  $C_{1-4}alkoxycarbonyl$ ,  $-SO-NR^1R^2$ ,  $-SO_2-NR^1R^2$  and  $-C(O)-NR^1R^2$ ;

$q$  is 0;

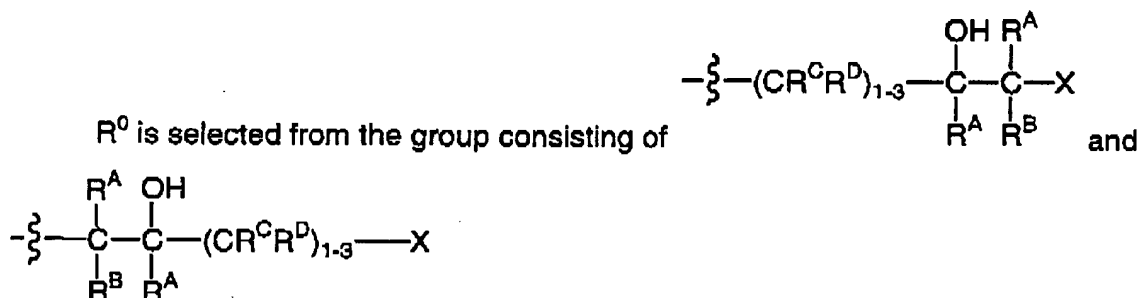
$R^6$  is selected from the group consisting of  $-(L^2)_{0-1}-R^7$ ;

$L^2$  is selected from the group consisting of  $-C_{1-6}alkyl-$ ,  $-C_{2-4}alkenyl-$ ,  $-C_{2-6}alkynyl-$ ,  $-O-$ ,  $-S-$ ,  $-NH-$ ,  $-N(C_{1-4}alkyl)-$ ,  $-C_{1-6}alkyl-O-$ ,  $-C_{1-6}alkyl-S-$ ,  $-O-C_{1-6}alkyl-$ ,  $-S-C_{1-6}alkyl-$ ,  $-O-C_{2-6}alkyl-O-$ ,  $-S-C_{2-6}alkyl-S-$ ,  $-SO_2-$ ,  $-SO_2NH-$ ,  $-SO_2N(C_{1-4}alkyl)-$ ,  $-NH-SO_2-$ ,  $-N(C_{1-4}alkyl)-SO_2-$ ,  $-C(O)-O-$  and  $-O-C(O)-$ ;

$R^7$  is selected from the group consisting of aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, halogen,  $C_{1-6}alkyl$ ,  $C_{1-6}alkoxy$ , nitro, cyano,  $N(R^E)_2$ , trifluoromethyl, trifluoromethoxy,  $C_{1-4}alkoxycarbonyl$ ,  $-SO_2-N(R^E)_2$  and  $-C(O)-N(R^E)_2$ ;

or a pharmaceutically acceptable salt thereof.

2. (Previously Presented) A compound as in Claim 1 wherein



$R^0$  is selected from the group consisting of

each  $R^C$  and  $R^D$  is independently selected from hydrogen and  $C_{1-4}alkyl$ ;

X is  $-NR^1R^2$ ;

$R^1$  is selected from the group consisting of hydrogen,  $C_{1-4}alkyl$ ,  $C_{1-4}alkoxy$ ,  $C_{1-4}alkoxycarbonyl$ , aryl,  $arC_{1-4}alkyl$ ,  $arC_{1-4}alkyloxy$ , cycloalkyl-alkyl and  $C(O)-C_{1-4}alkyl$ ;

wherein the  $C_{1-4}alkyl$ , aryl,  $arC_{1-4}alkyl$  or cycloalkyl group, whether alone or part of a substituent group, is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy,  $C_{1-4}alkyl$ ,  $C_{1-4}alkoxy$ ,  $C_{1-4}alkoxycarbonyl$ ,  $N(R^E)_2$ ,  $N(R^E)_2-C_{1-4}alkyl$ ,  $N(R^E)-C(O)OC(CH_3)_3$ , nitro, trifluoromethyl, trifluoromethoxy, phenyl, phenoxy, heteroaryl, cycloalkyl, 1-phenyl-pyrazol-2-yl-aminosulfonyl or  $C_{1-4}alkylthio$ ;

$R^2$  is selected from the group consisting of hydrogen,  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy, cycloalkyl, cycloalkyl- $C_{1-4}$ alkyl, aryl, ar $C_{1-4}$ alkyl, ar $C_{1-4}$ alkyloxy, partially unsaturated carbocyclyl, partially unsaturated carbocyclyl- $C_{1-4}$ alkyl,  $-C(O)-C_{1-4}$ alkyl,  $-C(O)-$ aryl,  $-C(O)-$ ar $C_{1-4}$ alkyl,  $-C(O)O-$ cycloalkyl and  $-C(OO)-C_{1-4}$ alkyl;

wherein the  $C_{1-4}$ alkyl, aryl, ar $C_{1-4}$ alkyl, partially unsaturated carbocyclyl or cycloalkyl group, whether alone or part of a substituent group, is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy,  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy,  $C_{1-4}$ alkoxycarbonyl,  $N(R^E)_2$ ,  $N(R^E)_2-C_{1-4}$ alkyl,  $(CH_3)_3COC(O)-N(R^E)-C_{1-4}$ alkyl, nitro, cyano, trifluoromethyl, trifluoromethoxy, phenyl, phenoxy, heteroaryl, cycloalkyl, 1-phenyl substituted heteroaryl-aminosulfonyl,  $-C(O)-C_{1-4}$ alkyl or  $C_{1-4}$ alkylthio;

$R^3$  is aryl; wherein the aryl is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy,  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or  $N(R^E)_2$ ;

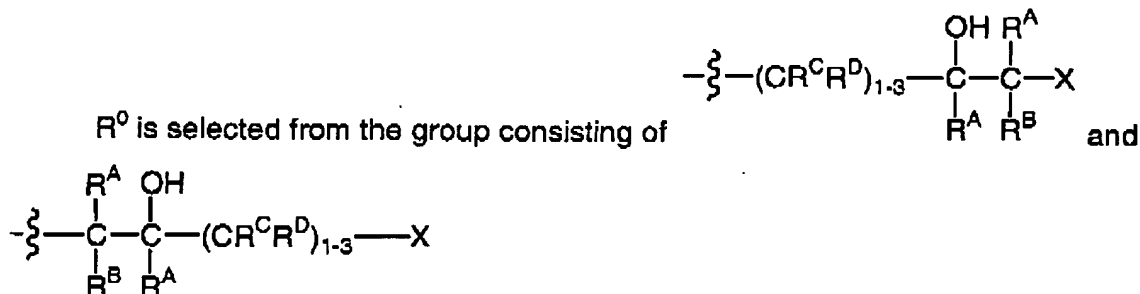
$n$  is an integer from 0 to 1;

$L^1$  is  $C_{1-4}$ alkyl; wherein the  $C_{1-4}$ alkyl group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro,  $C_{1-4}$ alkyl, fluorinated  $C_{1-4}$ alkyl or  $C_{1-4}$ alkoxy;

$R^5$  is selected from the group consisting of hydroxy, carboxy, halogen,  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy, nitro, cyano,  $N(R^E)_2$ , trifluoromethyl, trifluoromethoxy,  $C_{1-4}$ alkoxycarbonyl,  $-SO-$   $N(R^E)_2$ ,  $-SO_2-$   $N(R^E)_2$  and  $-C(O)-$   $N(R^E)_2$ ;

or a pharmaceutically acceptable salt thereof.

3. (Previously Presented) A compound as in Claim 2 wherein



$R^0$  is selected from the group consisting of

each  $R^A$ ,  $R^B$ ,  $R^C$  and  $R^D$  is hydrogen;

X is  $-NR^1R^2$ ;

$R^1$  is selected from the group consisting of hydrogen,  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxycarbonyl,  $arC_{1-4}$ alkyl and  $C(O)-C_{1-4}$ alkyl;

wherein the  $C_{1-4}$ alkyl or aryl group, whether alone or part of a substituent group, is optionally substituted with one to two substituents independently selected from carboxy,  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy,  $C_{1-4}$ alkoxycarbonyl,  $N(R^E)_2$  or  $N(R^E)-C(O)OC(CH_3)_3$ ;

$R^2$  is selected from the group consisting of hydrogen,  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy, cycloalkyl, aryl,  $arC_{1-4}$ alkyl,  $arC_{1-4}$ alkyloxy, partially unsaturated carbocyclyl, partially unsaturated carbocyclyl- $C_{1-4}$ alkyl, cycloalkyl- $C_{1-4}$ alkyl,  $-C(O)arC_{1-4}$ alkyl,  $-C(OO)-$ cycloalkyl and  $-C(O)O-C_{1-4}$ alkyl;

wherein the  $C_{1-4}$ alkyl, aryl,  $arC_{1-4}$ alkyl, partially unsaturated carbocyclyl-or cycloalkyl group, whether alone or part of a substituent group, is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy,  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy,  $C_{1-4}$ alkoxycarbonyl,  $N(R^E)_2$ ,  $N(R^E)_2-C_{1-4}$ alkyl,  $(CH_3)_3CO-C(O)-N(R^E)-C_{1-4}$ alkyl, nitro, trifluoromethyl, trifluoromethoxy, phenyl, phenoxy, heteroaryl, cycloalkyl, 1-phenyl-pyrazol-2-yl-aminosulfonyl or  $C_{1-4}$ alkylthio;

$R^3$  is aryl; wherein the aryl group is optionally substituted with one or more substituents independently selected from halogen;

n is 0;

$L^1$  is  $C_{1-4}$ alkyl;

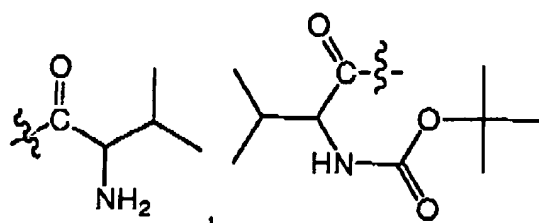
$R^5$  is selected from the group consisting of halogen,  $C_{1-4}$ alkyl and trifluoromethyl; or a pharmaceutically acceptable salt thereof.

4. (Previously Presented) A compound as in Claim 3 wherein

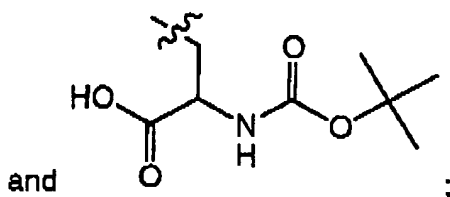
$R^0$  is selected from the group consisting of  $-CH_2-CH(OH)-CH_2-X$  and  $-CH_2-CH_2-CH(OH)-CH_2-X$ ;

X is  $-NR^1R^2$ ;

$R^1$  is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, t-butyl, amino-n-propyl, dimethylaminoethyl, benzyl, phenylethyl, 4-methyl-benzyl,



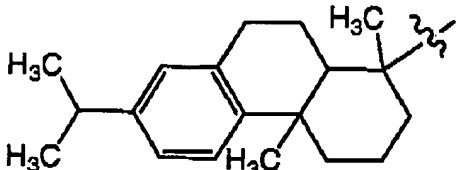
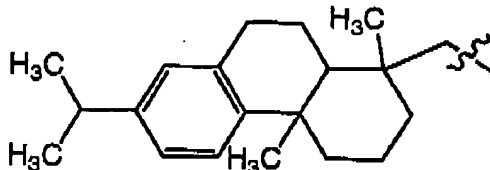
, 2-(3,4-dimethoxy-phenyl)ethyl, 3-methyl-phenyl, ethoxy-carbonyl-methyl, 2-amino-2-methoxycarbonyl-ethyl, t-butoxycarbonyl



and ;

$R^2$  is selected from the group consisting of hydrogen, methyl, methoxy, ethyl, carboxy-methyl, ethoxycarbonylmethyl, 2,2,2-trifluoroethyl, ethoxy, dimethylaminoethyl, t-butoxycarbonylamino-ethyl, n-butyl, t-butyl, n-propyl, 3-hydroxy-n-propyl, 3-methoxy-n-propyl, methylamino-n-propyl, dimethylamino-n-propyl, di(n-butyl)amino-n-propyl, t-butoxycarbonylamino-n-propyl, 3-phenyl-n-propyl, 3-(2-pyridyl)-n-propyl, t-butoxycarbonyl, cyclopropyl, phenyl, 4-fluorophenyl, 4-methylphenyl, 3,4-dimethoxyphenyl, 2-aminophenyl, 4-biphenyl, 2-ethoxyphenyl, 4-((1-phenyl-pyrazol-2-yl)-aminosulfonyl)-phenyl, 4-cyclohexylphenyl, 4-(aminoethyl)phenyl, 4-(t-butoxycarbonylamino-ethyl)-phenyl, -CH(CH<sub>3</sub>)-phenyl, benzyl, benzyloxy, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-ethoxybenzyl, 3-ethoxybenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 3-chlorobenzyl, 4-chlorobenzyl, 3-iodobenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 4-trifluoromethylbenzyl, 4-trifluoromethoxybenzyl, 4-methoxycarbonylbenzyl, 2,3-dimethoxybenzyl, 2,4-dichlorobenzyl, 3,4-dichlorobenzyl, 2,4-difluorobenzyl, 2,5-difluorobenzyl, 3,4-difluorobenzyl, 3,4,5-trimethoxybenzyl, 2,4,6-trimethoxybenzyl, 4-carboxybenzyl, 3-nitrobenzyl, 4-nitrobenzyl, 2,4-dimethoxybenzyl, 3,4-dimethoxybenzyl, 3,5-dimethoxybenzyl, 3,4-difluorobenzyl, 3,5-di(trifluoromethyl)benzyl, 4-(dimethylamino)benzyl, 2-phenylethyl, 2-(4-bromophenyl)ethyl, 2-(3-methoxyphenyl)ethyl, 2-(4-methoxyphenyl)ethyl, 2-(3,4-dimethoxyphenyl)ethyl, 2-(2-nitro-4,5-dimethoxy-phenyl)ethyl, 1-adamantanyl, 1-adamantanyl-methyl, 1-naphthyl, 1-

naphthyl-methyl, 1-phenyl-2-(t-butoxycarbonyl)ethyl, -C(O)-C(OCH<sub>3</sub>)(CF<sub>3</sub>)-phenyl, -

C(O)O-(2-isopropyl-5-methyl-cyclohexyl),  ,  
 , 2S-hydroxy-S-cyclopentyl-methyl, 2S-hydroxy-S-cyclohexyl-methyl, 2S-hydroxy-S-cycloheptyl-methyl, 2-phenoxy-ethyl and 2-phenyl-cyclopropyl;

R<sup>3</sup> is selected from the group consisting of phenyl and 4-fluorophenyl;

L<sup>1</sup> is selected from the group consisting of -CH<sub>2</sub>-, -CH(CH<sub>3</sub>)- and -CH<sub>2</sub>CH<sub>2</sub>-;



is selected from the group consisting of 1-acenaphthenyl, R-1-acenaphthenyl, S-1-acenaphthenyl, phenyl, 1-naphthyl 2-naphthyl and 1,2,3,4-tetrahydro-naphthyl;

R<sup>6</sup> is selected from the group consisting of chloro, methyl, n-propyl and trifluoromethyl;

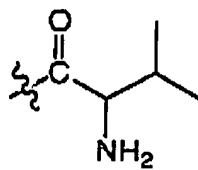
or a pharmaceutically acceptable salt thereof.

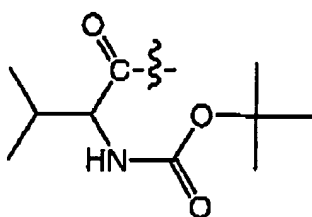
5. (Previously Presented) A compound as in Claim 4 wherein

X is -NR<sup>1</sup>R<sup>2</sup>;

R<sup>1</sup> is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-

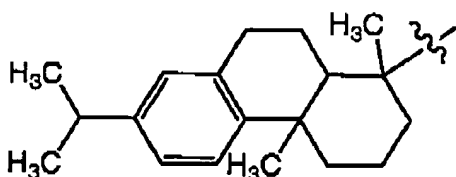
butyl, t-butyl, dimethylaminoethyl, benzyl, phenylethyl,





, 3-methyl-phenyl, 2-(3,4-dimethoxyphenyl)-ethyl, ethoxycarbonyl-methyl, dimethylamino-ethyl and 2-amino-2-methoxycarbonyl-ethyl;

$R^2$  is selected from the group consisting of hydrogen, methyl, methoxy, ethyl, ethoxycarbonyl-methyl, 2,2,2-trifluoroethyl, ethoxy, dimethylaminoethyl, n-butyl, t-butyl, n-propyl, di(n-butyl)amino-n-propyl, 3-phenyl-n-propyl, cyclopropyl, phenyl, 4-fluorophenyl, 4-methylphenyl, 2-aminophenyl, 4-(t-butoxycarbonylamino-ethyl)-phenyl, 3,4-dimethoxyphenyl, 4-biphenyl, 2-ethoxyphenyl, 4-(aminoethyl)-phenyl, benzyl, benzyloxy, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-ethoxybenzyl, 3-ethoxybenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 3-chlorobenzyl, 4-chlorobenzyl, 3-iodobenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 4-trifluoromethylbenzyl, 4-trifluoromethoxybenzyl, 4-methoxycarbonyl-benzyl, 2,3-dimethoxybenzyl, 2,4-dichlorobenzyl, 3,4-dichlorobenzyl, 2,4-difluorobenzyl, 2,5-difluorobenzyl, 3,4-difluorobenzyl, 3,4,5-trimethoxybenzyl, 2,4,6-trimethoxybenzyl, 4-carboxybenzyl, 3-nitrobenzyl, 4-nitrobenzyl, 2,4-dimethoxybenzyl, 3,4-dimethoxybenzyl, 3,5-dimethoxybenzyl, 3,4-difluorobenzyl, 3,5-di(trifluoromethyl)-benzyl, 2-phenylethyl, 2-(4-bromophenyl)ethyl, 2-(3-methoxyphenyl)ethyl, 2-(4-methoxyphenyl)ethyl, 2-(3,4-dimethoxyphenyl)ethyl, 2-(2-nitro-4,5-dimethoxyphenyl)ethyl, adamantanyl, 1-adamantanyl-methyl, 1-naphthyl, 1-naphthyl-methyl,



, 2S-hydroxy-S-cyclopentyl-methyl, 2S-hydroxy-S-cyclohexyl-methyl, 2S-hydroxy-S-cycloheptyl-methyl and 2-phenoxy-ethyl;

$L^1$  is selected from the group consisting of  $-CH_2-$  and  $-CH_2-CH_2-$ ;





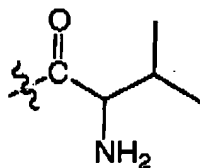
is selected from the group consisting of 1-acenaphthenyl, R-1-acenaphthenyl, S-1-acenaphthenyl, phenyl and 1-naphthyl;

p is an integer from 0 to 2;

or a pharmaceutically acceptable salt thereof.

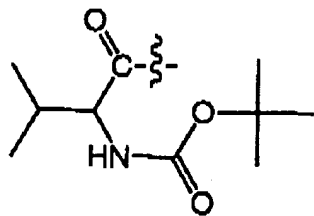
6. (Previously Presented) A compound as in Claim 5 wherein

R<sup>1</sup> is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, t-butyl, dimethylaminoethyl, benzyl, phenylethyl, 2-(3,4-dimethoxyphenyl)-ethyl,



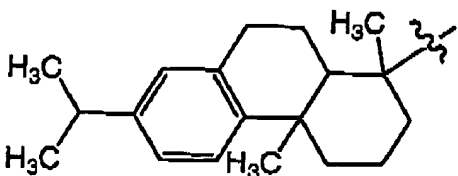
dimethylamino-ethyl, ethoxycarbonyl-methyl,

and



R<sup>2</sup> is selected from the group consisting of hydrogen, methyl, methoxy, ethyl, ethoxycarbonyl-methyl, ethoxy, dimethylaminoethyl, n-butyl, n-propyl, di(n-butyl)amino-n-propyl, 3-phenyl-n-propyl, 3-(2-pyridyl)-n-propyl, cyclopropyl, phenyl, 4-fluorophenyl, 4-methylphenyl, 2-aminophenyl, 3,4-dimethoxyphenyl, 4-(t-butoxycarbonylamino-ethyl)-phenyl, 4-biphenyl, 2-ethoxyphenyl, 4-(aminoethyl)-phenyl, benzyl, benzyloxy, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-ethoxybenzyl, 3-ethoxybenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 3-chlorobenzyl, 4-chlorobenzyl, 3-iodobenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 4-trifluoromethylbenzyl, 4-trifluoromethoxybenzyl, 4-methoxycarbonyl-benzyl, 2,3-dimethoxybenzyl, 2,4-dichlorobenzyl, 3,4-dichlorobenzyl, 2,4-difluorobenzyl, 2,5-difluorobenzyl, 3,4,5-trimethoxybenzyl, 2,4,6-trimethoxybenzyl, 3-nitrobenzyl, 4-nitrobenzyl, 2,4-dimethoxybenzyl, 3,4-dimethoxybenzyl, 3,5-dimethoxybenzyl, 3,4-

difluorobenzyl, 3,5-di(trifluoromethyl)-benzyl, 2-phenylethyl, 2-(4-bromophenyl)ethyl, 2-(3-methoxyphenyl)ethyl, 2-(4-methoxyphenyl)ethyl, 2-(3,4-dimethoxyphenyl)ethyl, 2-(2-nitro-4,5-dimethoxy-phenyl)ethyl, 1-adamantanyl, 1-adamantanyl-methyl, 1-naphthyl, 1-

naphthyl-methyl, , 2S-hydroxy-S-cyclopentyl-methyl, 2S-hydroxy-S-cyclohexyl-methyl, 2S-hydroxy-S-cycloheptyl-methyl and 2-phenoxy-ethyl;

p is an integer from 0 to 1;

R<sup>5</sup> is selected from the group consisting of methyl, n-propyl and trifluoromethyl; or a pharmaceutically acceptable salt thereof.

7. (Previously Presented) A compound as in Claim 4 wherein

R<sup>0</sup> is -CH<sub>2</sub>-CH(OH)-CH<sub>2</sub>-X;

X is -NR<sup>1</sup>R<sup>2</sup>;

R<sup>1</sup> is selected from the group consisting of hydrogen, 2-(3,4-dimethoxyphenyl)-ethyl, 1-(3,4-dimethoxyphenyl)-n-ethyl and amino-n-propyl;

R<sup>2</sup> is selected from the group consisting of hydrogen, methyl, n-butyl, 3-hydroxy-n-propyl, 3-methoxy-n-propyl, methylamino-n-propyl, dimethylamino-n-propyl, t-butoxycarbonylamino-n-propyl, N-methyl-N-t-butoxycarbonyl-amino-n-ethyl, 3-nitrobenzyl, 4-methoxycarbonyl-benzyl and -CH(CH<sub>3</sub>)-phenyl;

R<sup>3</sup> is selected from the group consisting of phenyl and 4-fluorophenyl;

L<sup>1</sup> is selected from the group consisting of -CH<sub>2</sub>- and -CH<sub>2</sub>CH<sub>2</sub>-;



is selected from the group consisting 1-naphthyl, 1-acenaphthenyl, R-1-acenaphthenyl and S-1-acenaphthenyl;

p is an integer from 0 to 1;

R<sup>5</sup> is methyl;

or a pharmaceutically acceptable salt thereof.

8. (Previously Presented) A compound as in Claim 7 wherein

R<sup>1</sup> is selected from the group consisting of hydrogen, 1-(3,4-dimethoxyphenyl)-n-ethyl and amino-n-propyl;

R<sup>2</sup> is selected from the group consisting of hydrogen, methyl, n-butyl, 3-hydroxy-n-propyl, 3-methoxy-n-propyl, methylamino-n-propyl, dimethylamino-n-propyl, N-methyl-N-t-butoxycarbonyl-amino-n-ethyl, 3-nitrobenzyl, 4-methoxycarbonyl-benzyl and -CH(CH<sub>3</sub>)-phenyl;



is selected from the group consisting 1-naphthyl, 1-acenaphthenyl, R-1-acenaphthenyl and S-1-acenaphthenyl;

or a pharmaceutically acceptable salt thereof.

9. (Previously Presented) A compound as in Claim 1 selected from the group consisting of

8-(R) acenaphthen-1-yl-3-(3-amino-2-(S)-hydroxy-propyl)-1-(4-fluoro-phenyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

8-(R) acenaphthen-1-yl-3-(3-amino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

8-(R)-Acenaphthen-1-yl-3-(3-dimethylamino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

3-(3-Amino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

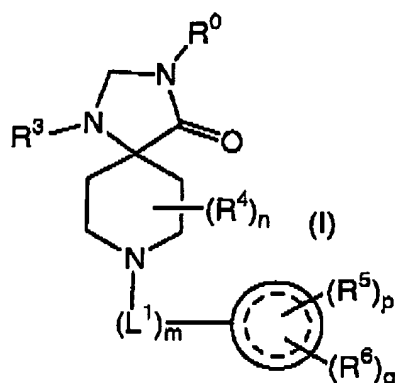
3-(3-Dimethylamino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

1-(4-Fluoro-phenyl)-3-[2-(R)-hydroxy-3-(3-hydroxy-propylamino)-propyl]-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

1-(4-Fluoro-phenyl)-3-[2-(R)-hydroxy-3-(3-methylamino-propylamino)-propyl]-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

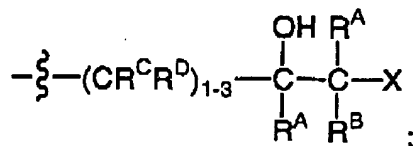
3-[3-(3-Dimethylamino-propylamino)-2-(R)-hydroxy-propyl]-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one and pharmaceutically acceptable salts thereof.

10. (Previously Presented) A compound of the formula (I)



wherein

$R^0$  is selected from the group consisting of  $-\zeta-\begin{array}{c} R^A \\ | \\ C \\ | \\ R^B \end{array}-\begin{array}{c} OH \\ | \\ C \\ | \\ R^A \end{array}-(CR^C R^D)_{1-3}-X$  and



each  $R^A$  and  $R^B$  is independently selected from the group consisting of hydrogen and  $C_{1-4}$ alkyl;

each  $R^C$  and  $R^D$  is independently selected from the group consisting of hydrogen and  $C_{1-4}$ alkyl;

each  $R^E$  is independently selected from the group consisting of hydrogen and  $C_{1-4}$ alkyl;

$X$  is  $-NR^1 R^2$ ;

each  $R^1$  and  $R^2$  is independently selected from the group consisting of hydrogen,  $C_{1-8}$ alkyl,  $C_{1-8}$ alkoxy, cycloalkyl, cycloalkyl- $C_{1-4}$ alkyl, partially unsaturated carbocyl, aryl, ar $C_{1-4}$ alkyl, ar $C_{1-4}$ alkoxy,  $-C(O)-C_{1-8}$ alkyl,  $-C(O)-$ aryl and  $-C(O)-$ ar $C_{1-4}$ alkyl; wherein

the C<sub>1-6</sub>alkyl, cycloalkyl, partially unsaturated carbocyclyl, aryl or arC<sub>1-6</sub>alkyl group, whether alone or part of a substituent group, is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano, -C(O)-C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxycarbonyl, N(R<sup>E</sup>)<sub>2</sub>, N(R<sup>E</sup>)<sub>2</sub>-C<sub>1-4</sub>alkyl, N(R<sup>E</sup>)-C(O)C(CH<sub>3</sub>)<sub>3</sub>, aryl, aryloxy, cycloalkyl, heteroaryl, aryl substituted heteroarylamino sulfonyl or C<sub>1-6</sub>alkylthio;

R<sup>3</sup> is aryl; wherein the aryl is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or N(R<sup>E</sup>)<sub>2</sub>;

n is an integer from 0 to 2;

R<sup>4</sup> is selected from the group consisting of hydroxy, C<sub>1-4</sub>alkyl and hydroxy substituted C<sub>1-4</sub>alkyl;

m is an integer from 0 to 1;

L<sup>1</sup> is selected from the group consisting of C<sub>1-6</sub>alkyl and C<sub>3-6</sub>alkenyl; wherein the double bond of the C<sub>3-6</sub>alkenyl group is at least one carbon atom removed from the attachment point to the N atom; and wherein the C<sub>1-6</sub>alkyl or C<sub>3-6</sub>alkenyl group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro, C<sub>1-6</sub>alkyl, fluorinated C<sub>1-6</sub>alkyl or C<sub>1-6</sub>alkoxy;



is selected from the group consisting of phenyl, naphthyl and acenaphthyl;

p is an integer from 0 to 5;

R<sup>5</sup> is selected from the group consisting of hydroxy, carboxy, halogen, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, nitro, cyano, NR<sup>1</sup>R<sup>2</sup>, trifluoromethyl, trifluoromethoxy, C<sub>1-4</sub>alkoxycarbonyl, -SO-NR<sup>1</sup>R<sup>2</sup>, -SO<sub>2</sub>-NR<sup>1</sup>R<sup>2</sup> and -C(O)-NR<sup>1</sup>R<sup>2</sup>;

q is 0;

R<sup>6</sup> is selected from the group consisting of -(L<sup>2</sup>)<sub>0-1</sub>-R<sup>7</sup>;

L<sup>2</sup> is selected from the group consisting of -C<sub>1-6</sub>alkyl-, -C<sub>2-4</sub>alkenyl-, -C<sub>2-6</sub>alkynyl-, -O-, -S-, -NH-, -N(C<sub>1-4</sub>alkyl)-, -C<sub>1-6</sub>alkyl-O-, -C<sub>1-6</sub>alkyl-S-, -O-C<sub>1-6</sub>alkyl-, -S-C<sub>1-6</sub>alkyl-, -O-

C<sub>2-6</sub>alkyl-O-, -S-C<sub>2-6</sub>alkyl-S-, -SO<sub>2</sub>-, -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1-4</sub>alkyl)-, -NH-SO<sub>2</sub>-, -N(C<sub>1-4</sub>alkyl)-SO<sub>2</sub>-, -C(O)-O- and -O-C(O)-;

R<sup>7</sup> is selected from the group consisting of aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, halogen, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, nitro, cyano, N(R<sup>E</sup>)<sub>2</sub>, trifluoromethyl, trifluoromethoxy, C<sub>1-4</sub>alkoxycarbonyl, -SO<sub>2</sub>-N(R<sup>E</sup>)<sub>2</sub> and -C(O)-N(R<sup>E</sup>)<sub>2</sub>;

or a pharmaceutically acceptable salt thereof.

11. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Claim 1.

12. (Original) A pharmaceutical composition made by mixing a compound of Claim 1 and a pharmaceutically acceptable carrier.

13. (Original) A process for making a pharmaceutical composition comprising mixing a compound of Claim 1 and a pharmaceutically acceptable carrier.

Claims 14-21. (Withdrawn)

Claim 22 (Currently Amended) ~~A compound selected from the group consisting of 3-(3-Amino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one and pharmaceutically acceptable salts thereof.~~

Claim 23 (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and ~~a compound of Claim 22~~ 3-(3-amino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one and pharmaceutically acceptable salts thereof.